

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IRWIN FRANCHISE CAPITAL CORPORATION, X

Plaintiff,

v.

WINDRAM ENTERPRISES, INC.,

Defendant.

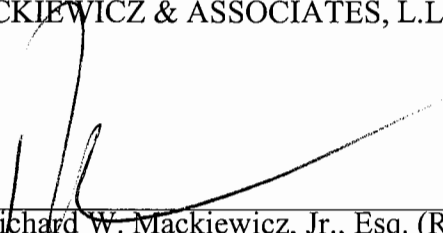
NOTICE OF CROSS MOTION

Civil Action No.: 07 CIV 3785
(Hon. William C. Conner)

PLEASE TAKE NOTICE that, Defendant will make a cross motion before this Court for an Order pursuant to 15 (a) of the Federal Rules of Civil Procedure granting Defendant leave to file an Amended Counterclaim, together with such further and different relief as the Court may deem just and proper.

Dated: December 10, 2007
Hoboken, New Jersey

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